

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et al.</i> ,	)	Case No. 01-01139 (JKF)
	)	
Debtors.	)	Jointly Administered
	)	
	)	Objection Deadline: February 29, 2008 at 4:00 p.m.
	)	Hearing Date: March 17, 2008 at 1:00 p.m.

**NOTICE OF TWENTY-THIRD QUARTERLY FEE APPLICATION REQUEST**

TO: All Parties Requesting Notice  
Debtors and Debtors-in-Possession  
Counsel to the Debtors  
Counsel to the Debtors' Post-Petition Lenders  
Counsel to the Official Committee of Unsecured Creditors  
Counsel to the Official Committee of Asbestos Claimants  
Counsel to the Official Committee of Asbestos Property Damage Claimants  
Office of the United States Trustee

PLEASE TAKE NOTICE that on February 11, 2008, the **Twenty-Third Quarterly Fee Application of Kramer, Levin, Naftalis & Frankel LLP, Co-Counsel to the Official Committee of Equity Holders, for Compensation and Reimbursement of Disbursements for the Period from October 1, 2007 through December 31, 2007** (the "Application") was filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5<sup>th</sup> Floor, Wilmington, Delaware 19801 and served in accordance with the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members.

PLEASE TAKE FURTHER NOTICE that the Application requests payment of compensation in the amount of \$398,236.50 and reimbursement of expenses in the amount of \$76,834.62 for the period of October 1, 2007 through December 31, 2007.

PLEASE TAKE FURTHER NOTICE that any objection to the Application must be filed with the U.S. Bankruptcy Court, and served upon: (i) counsel for the Official Committee of Equity Holders: Buchanan Ingersoll & Rooney PC, 1000 West Street, Wilmington, Delaware 19801 (Attn: Teresa K.D. Currier, Esq.) and Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Philip Bentley, Esq.); (ii) counsel for the Official Committee of Asbestos Claimants: (a) Campbell & Levine, LLC, 1201 N. Market Street, 15<sup>th</sup> Floor, Wilmington, Delaware 19801 (Attn: Matthew G. Zaleski, III, Esq.); (b) Caplin & Drysdale, Chartered, 399 Park Avenue, 36<sup>th</sup> Floor, New York, New York 10022 (Attn: Elihu Inselbuch, Esq.); and (c) Caplin & Drysdale, Chartered, One Thomas Circle, N.W., Washington, D.C. 20005-5802 (Attn: Peter Van N. Lockwood, Esq.); (iii) Debtors, W.R. Grace, 7500 Grace Drive, Columbia, Maryland 21044 (Attn: David B. Siegel, Senior VP and General Counsel); (iv) Debtors' counsel: (a) Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois

60601 (Attn: James H.M. Sprayregen, Esq.) and (b) Pachulski Stang Ziehl Young & Jones, 919 Market Street, 16<sup>th</sup> Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Attn: Laura Davis Jones, Esq.); (v) Office of the United States Trustee, 844 King Street, Room 2311, Wilmington, Delaware 19801 (Attn: Frank Perch, Esq.); (vi) counsel for the Official Committee of Unsecured Creditors: (a) Stroock & Stroock & Lavan, 180 Maiden Lane, New York, New York 10038-4982 (Attn: Lewis Kruger, Esq.), and (b) Duane Morris & Heckscher LLP, P.C., 1100 N. Market Street, Suite 1200, Wilmington, Delaware 19801-1246 (Attn: Michael Lastowski, Esq.); (vii) counsel to the Official Committee of Asbestos Property Damage Claimants, (a) Bilzin Sumberg Dunn Baena Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (Attn: Scott L. Baena, Esq.), and (b) Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (Attn: Michael B. Joseph, Esq.); (viii) Counsel to the Post-Petition Lenders: (a) Latham & Watkins, Sears Tower, Suite 5800, Chicago, Illinois 60606 (Attn: J. Douglas Bacon, Esq.), and (b) The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, Delaware 19899 (Attn: Steven M. Yoder, Esq.), **so as to be received by February 29, 2008 at 4:00 p.m. prevailing Eastern Time.**

A HEARING ON THE APPLICATION WILL BE HELD ON MARCH 17, 2008 AT 1:00 P.M.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

BUCHANAN INGERSOLL & ROONEY PC

By: /s/ Teresa K.D. Currier

Teresa K.D. Currier (No. 3080)  
The Brandywine Building  
1000 West Street, Suite 1410  
Wilmington, DE 19801  
(302) 552-4200

-and-

KRAMER LEVIN NAFTALIS & FRANKEL LLP  
Philip Bentley, Esquire  
Douglas Mannal, Esquire  
1177 Avenue of the Americas  
New York, NY 10036  
(212) 715-9100

Counsel to Official Committee of Equity Holders

Dated: February 11, 2008

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline February 29, 2008 at 4:00 p.m.

**TWENTY-THIRD QUARTERLY FEE APPLICATION OF KRAMER  
LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE  
OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR  
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS FOR THE  
PERIOD FROM OCTOBER 1, 2007 THROUGH DECEMBER 31, 2007**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide  
Professional Services to: Official Committee of Equity Holders

Date of Retention: As of July 18, 2001

Period for which compensation  
and reimbursement is sought: October 1, 2007 through and including December 31, 2007

Amount of Compensation sought as  
actual, reasonable and necessary: \$ 398,236.50

Amount of Expense Reimbursement  
sought as actual, reasonable and  
necessary: \$76,834.62

This is a(n):            monthly                       X       interim application

**SUMMARY OF MONTHLY FEE STATEMENTS FOR KRAMER LEVIN NAFTALIS &  
FRANKEL – OCTOBER 1, 2007 THROUGH DECEMBER 31, 2007**

<b>Fee Application Filing Date Docket No. Period Covered</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Total Amount of Fees and Expenses Requested</b>	<b>Amount of Fees Paid (80%)</b>	<b>Amount of Expenses Paid (100%)</b>	<b>Certification of No Objection Filing Date Docket No.</b>
11/29/2007 17486 October 1, 2007 – October 31, 2007	\$165,731.50	\$14,100.98	\$179,832.48	\$132,585.20	\$14,100.98	12/21/2007  17680
1/07/2008 17770 November 1, 2007 – November 30, 2007	\$154,817.00	\$12,511.24	\$167,328.24	\$0.00	\$0.00	1/31/2008  17943
2/11/2008 18016 December 1, 2007 – December 31, 2007	\$77,688.00	\$50,222.40	\$124,402.07	N/A	N/A	Not Yet Filed
<b>Total</b>	<b>\$398,236.50</b>	<b>\$76,834.62</b>	<b>\$475,071.10</b>	<b>\$132,585.20</b>	<b>\$14,100.98</b>	

Current Period Unpaid:	Fees	\$ 265,651.30
	Expenses	<u>\$ 62,733.64</u>
	Total	\$ 328,384.90

Previous Period Unpaid	Fees	<u>\$ 42,377.47</u>
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**TOTAL DUE:           \$ 370,762.40**

**SUMMARY OF OUTSTANDING FEES OWED TO KRAMER LEVIN NAFTALIS &  
FRANKEL THROUGH DECEMBER 31, 2007**

Time Period	Fees and Expenses Requested	Fees and Expenses Approved <sup>1</sup>	Fees and Expenses Paid	Fees and Expenses Owed
April 1, 2002 - June 30, 2002	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$ 73,418.50 \$ 5,356.96	\$-0-
July 1, 2002 – September 30, 2002	\$ 87,266.50 \$ 10,070.69	\$ 86,576.50 \$ 9,737.19	\$ 86,576.50 \$ 9,737.19	\$-0-
October 1, 2002 – December 31, 2002	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$ 70,445.00 \$ 3,575.61	\$-0-
January 1, 2003 – March 31, 2003	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$ 51,487.00 \$ 1,619.93	\$-0-
April 1, 2003 - June 30, 2003	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$ 27,447.00 \$ 1,839.08	\$-0-
July 1, 2003 – September 31, 2003	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$ 34,092.00 \$ 497.86	\$-0-
October 1, 2003 – December 31, 2003	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$ 45,266.00 \$ 2,046.18	\$-0-
January 1, 2004 – March 31, 2004	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$ 31,674.50 \$ 1,451.43	\$-0-
April 1, 2004 – June 30, 2004	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$ 48,415.50 \$ 1,840.66	\$-0-
July 1, 2004 – September 30, 2004	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$ 47,550.00 \$ 995.20	\$-0-
October 1, 2004 – December 31, 2004	\$406,517.00 \$ 14,406.04	\$ 400,556.50 \$ 14,265.04	\$ 400,556.50 \$ 14,265.04	\$-0-
January 1, 2005 March 31, 2005	\$183,897.00 \$12,593.68	\$ 183,897.00 \$ 12,593.68	\$ 183,897.00 \$ 12,593.68	\$-0-
April 1, 2005 June 30, 2005	\$74,471.50 \$3,641.49	\$ 74,471.50 \$ 3,641.49	\$ 74,471.50 \$ 3,641.49	\$-0-
July 1, 2005 September 30, 2005	\$79,556.00 \$5,348.72	\$ 79,556.00 \$ 5,348.72	\$ 79,556.00 \$ 5,348.72	\$-0-

<sup>1</sup> July 1-September 30, 2002 Order Granted on March 12, 2003 (Docket No. 3511); October 1-December 31, 2002 Order Granted on July 28, 2003 (Docket No. 4157); January 1-March 31, 2003 Order Granted on September 22, 2003 (Docket No. 4480); April 1-June 30, 2003 Order Granted on December 15, 2003 (Docket No. 4827); July 1-September 30, 2003 Order granted on April 26, 2004 (Docket No. 5482); October 1-December 31, 2003 Order Granted on June 16, 2004 (Docket No. 5822); January 1-March 31, 2004 Order Granted on September 27, 2004 (Docket No. 6465); April 1-June 30, 2004 Order granted on January 26, 2005 (Docket No. 7622); July 1- September 30, 2004 Order granted on March 22, 2005 (Docket No. 8081); October 1- December 31, 2004 Granted on June 29, 2005 (Docket No. 8728); January 1 – March 31, 2005 Order Granted on September 27, 2005 (Docket No. 9513); April 1 – June 30, 2005 Order Granted on December 21, 2005 (Docket No. 11402); July 1 – September 30, 2005 Order Granted on March 27, 2006 (Docket No. 12121); October 1 – December 31, 2005 Order Granted on June 16, 2006 (Docket No. 12660); January 1 – March 31, 2006 Order Granted on September 26, 2006 (Docket No. 13298); April 1 – June 30, 2006 Order Granted on December 19, 2006 (Docket No. 14069); July 1 – September 30, 2006 Order Granted on March 30, 2007 (Docket No. 15044); October 1 – December 31, 2006 Order Granted on June 20, 2007 (Docket No. 16105); January 1 – March 31, 2007 Order Granted on September 25, 2007 (Docket No. 16916); April 1 – June 30, 2007 Order Granted on December 13, 2007 (Docket No. 17629); July 1 – October 31, 2007 Order Still Pending

October 1, 2005	\$75,544.50	\$ 75,544.50	\$ 75,544.50	\$-0-
December 31, 2005	\$2,953.30	\$ 2,953.30	\$ 2,953.30	
January 1, 2006	\$74,750.00	\$ 74,750.00	\$ 74,750.00	\$-0-
March 31, 2006	\$5,452.00	\$ 5,452.00	\$ 5,452.00	
April 1, 2006	\$74,596.00	\$ 74,596.00	\$ 74,596.00	\$-0-
June 30, 2006	\$2,815.18	\$ 2,815.18	\$ 2,815.18	
July 1, 2006	\$147,269.00	\$ 147,269.00	\$ 147,269.00	\$-0-
September 30, 2006	\$4,500.72	\$ 5,500.72	\$ 5,500.72	
October 1, 2006	\$238,312.00	\$ 238,312.00	\$ 252,507.38	\$-0-
December 31, 2006	\$14,195.38	\$ 14,195.38	\$ 14,195.38	
January 1, 2007	\$163,379.00	\$ 163,379.00	\$ 130,904.01	\$-0-
March 31, 2007	\$14,632.63	\$ 14,632.63	\$ 15,286.40	
April 1, 2007	\$187,246.00	\$ 187,246.00	\$ 149,796.80	\$ 37,449.20
June 30, 2007	\$19,482.62	\$ 19,482.62	\$ 19,482.62	\$ 0.00
July 1, 2007	\$208,619.50	\$ 0.00	\$ 32,404.40	\$ 41,720.20
September 30, 2007	\$9,223.40	\$ 0.00	\$ 3,124.55	\$ 0.00
October 1, 2007	\$398,236.50	\$ 0.00	\$ 132,585.20	\$ 265,650.80
December 31, 2007	\$76,834.62	\$ 0.00	\$ 14,100.98	\$ 59,225.31
<b>TOTAL</b>	<b>\$2,829,581.00</b>	<b>\$1,664,912.50</b>	<b>\$2,192,624.59</b>	<b>\$ 344,820.20</b>
	<b>\$ 215,373.38</b>	<b>\$ 92,745.67</b>	<b>\$ 133,619.21</b>	<b>\$ 59,225.31</b>

**SUMMARY OF TIME FOR BILLING PERIOD**

<b>Name</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Bentley, Philip	670.00	24.50	\$ 16,415.00
Horowitz, Gregory A.	315.00	11.00	\$ 3,465.00
Horowitz, Gregory A.	630.00	271.50	\$ 171,045.00
Becker, Gary	585.00	17.60	\$ 10,296.00
Mannal, Douglas H.	540.00	74.40	\$ 40,176.00
Manela, Phillip	490.00	11.00	\$ 5,390.00
Glass, Jessica J.	227.50	14.00	\$ 3,185.00
Glass, Jessica J.	455.00	117.20	\$ 53,326.00
Farber, Peggy	455.00	156.80	\$ 71,344.50
Schindler-Williams, Sarah	330.00	1.20	\$ 396.00
Weiner, Amy	330.00	1.60	\$ 528.00
Lane, Joanne	215.00	0.10	\$ 21.50
Torres, Anthony	110.00	1.90	\$ 209.00
Baldinger, Laurie	225.00	32.00	\$ 7,200.00
Rodriguez, Vivian E	240.00	56.30	\$ 13,512.00
Victory, Dexter	110.00	4.80	\$ 528.00
Grant, Heretto L.	200.00	1.00	\$ 200.00
Baldeon, Elliot	200.00	5.00	\$ 1,000.00
<b>Total</b>		<b>801.90</b>	<b>\$ 398,236.50</b>

**COMPENSATION SUMMARY BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours for the Period 10/1/07 through 12/31/07</b>	<b>Total Fees for the Period 10/1/07 through 12/31/07</b>
Case Administration	61.00	\$ 23,149.50
Creditor Committee	12.90	\$ 7,688.50
Financing	0.30	\$ 162.00
Fee Applications, Applicant	24.80	\$ 6,223.50
Fee Applications, Others	1.80	\$ 432.00
Claim Analysis Obj. & Res. (Non-Asbestos)	4.50	\$ 2,820.00
Claim Analysis Obj. & Res. (Asbestos)	618.70	\$321,215.50
Hearings	21.20	\$ 12,342.50
Plan and Disclosure Statement	19.60	\$ 11,143.00
Travel/Non-Working	25.00	\$ 6,650.00
Environmental Issues	13.90	\$ 6,410.00
<b>Total</b>	<b>801.90</b>	<b>\$398,236.50</b>

**EXPENSE SUMMARY (Schedule of Disbursements)**

<b>Expense Category</b>	<b>Total Expenses For the Period 10/1/07 through 12/31/07</b>
Photocopying	\$ 1,718.25
Long-Distance Tel.	\$ 11.54
Westlaw On-Line Research	\$ 450.35
Lexis/Nexis On-Line Research	\$ 188.58
Print. & Binding	\$ 2,946.17
Cab Fares	\$ 1,620.62
Out of Town Travel	\$ 12,067.04
Meals/T&E	\$ 271.62
Meals In-House	\$ 148.35
Transcript Fees	\$ 544.00
Document Retrieval Fees	\$ 301.60
Messenger/Courier	\$ 106.31
Court Reporter/Video Deposition	\$ 56,318.36
Velobindings	\$ 82.50
Tabs	\$ 57.00
Postage	\$ 2.33
<b>Total</b>	<b>\$ 76,834.62</b>

**VOLUNTARY DISBURSEMENT REDUCTIONS**

<b>Disbursements</b>	<b>Amount</b>
Photocopying	\$ 916.20
Manuscript Service	\$ 81.00
<b>Total</b>	<b>\$ 997.20</b>



**WHEREFORE,** The foregoing summaries are submitted to the Court pursuant to the Amended Administrative Order under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the “Amended Administrative Order”). Pursuant to the Amended Administrative Order, Kramer Levin respectfully requests that, for the period October 1, 2007 through December 31, 2007, it be allowed the total amount of fees of \$398,236.50 and disbursements \$76,834.62, and that the Debtor be directed to pay all outstanding unpaid amounts.

Dated: February 11, 2007

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: /s/ Douglas H. Manna  
Douglas H. Manna  
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Counsel to the Official Committee of  
Equity Holders